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October 31, 1958

Thompson Products, Inc.
23555 Euclid Avenue
Cleveland 17, Ohio

Dear Sirs:

We have acted as counsel for The Ramo-Wooldridge Corporation ("Ramo Wooldridge") in connection with the merger of Ramo-Wooldridge with and into your Company pursuant to the Merger Agreement dated as of June 30, 1958. Said Merger Agreement with a certificate of the Secretary of Ramo-Wooldridge as to its adoption and the signatures and acknowledgment of the proper officers of Ramo-Wooldridge is about to be filed in the office of the Secretary of State of Delaware and a copy thereof, certified by such Secretary of State, is about to be filed in the office of the Recorder of New Castle County, Delaware.

We have examined and relied upon the originals or copies certified to our satisfaction of such corporate records, documents, certificates and other instruments as in our judgment are necessary or appropriate to render the opinion expressed below.

We are of the following opinion:

1. Ramo-Wooldridge is a corporation duly organized and existing in good standing in Delaware, and fully qualified to do business in California and Colorado.

2. Upon the completion of the filing of the copies of the Merger Agreement, certified as described above, in the office of the Secretary of State of Delaware and in the office of the Recorder of New Castle County, Delaware, the corporate proceedings taken by Ramo-Wooldridge for the purpose of authorizing and consummating the merger will be legal and sufficient.

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3. To the best of our knowledge, neither Ramo-Wooldridge nor any of its subsidiaries is a party to or is threatened by any litigation, proceeding or controversy which can reasonably be expected to result in any material adverse change in the consolidated financial condition or business of Ramo-Wooldridge.

Very truly yours,

Shepstone, Plimpton & Mearns